

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
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STIPULATION AND AGREED ORDER WITHDRAWING WITHOUT PREJUDICE
DEBTORS' MOTION UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING REJECTION OF CERTAIN EXECUTORY CONTRACTS
WITH GENERAL MOTORS CORPORATION

("GM CONTRACT REJECTION MOTION NO. 1 WITHDRAWAL ORDER")

WHEREAS on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectedly, the "Debtors"), filed voluntary petitions in this court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended; and

WHEREAS on June 6, 2006, the Debtors filed the Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation ("GM") (Docket No. 3033) (the "Section 365 Motion"); and

WHEREAS, in connection with that certain Global Settlement Agreement between Delphi and GM dated September 6, 2007 (as amended, the "Settlement Agreement"), which Settlement Agreement is Exhibit 7.20(a) to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan") and which remains subject to Court approval in connection with

confirmation of the Plan, the Debtors have agreed to withdraw without prejudice the Section 365 Motion;

NOW THEREFORE, Delphi and GM hereby stipulate and agree (which stipulation when "so ordered" by the Court shall constitute an order in the above captioned cases) that the Debtors hereby withdraw the Section 365 Motion without prejudice.

So Ordered.

Dated: New York, New York
January 7, 2008

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

AGREED AND
APPROVED FOR ORDER

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP WEIL, GOTSHAL & MANGES LLP

By
John Wm. Butler, Jr. (JB 4711)
George N. Panagakis (GP 0770)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

By /s/ Michael P. Kessler
Michael P. Kessler
767 Fifth Avenue
New York, New York 10153
(212) 310-8000
Attorneys for General Motors Corporation

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession